

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>SHAH MAHENDRA</u> (Last) (First) (Middle) C/O BOLT BIOTHERAPEUTICS, INC. 900 CHESAPEAKE DRIVE (Street) REDWOOD CA 94063 CITY (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/04/2021	3. Issuer Name and Ticker or Trading Symbol <u>Bolt Biotherapeutics, Inc. [BOLT]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	14,285	I	By Vivo PANDA Fund, L.P. ⁽¹⁾

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A-1 Preferred Stock	(2)	(2)	Common Stock	944,056	0.00	I	By Vivo PANDA Fund, L.P. ⁽¹⁾
Series B Preferred Stock	(3)	(3)	Common Stock	472,296	0.00	I	By Vivo PANDA Fund, L.P. ⁽¹⁾
Warrant (Right to Buy)	(4)	07/26/2028 ⁽⁵⁾	Common Stock	17,711	0.07	I	By Vivo PANDA Fund, L.P. ⁽¹⁾

Explanation of Responses:

- The securities reported herein are held of record by Vivo Panda Fund, L.P. ("Vivo LP"). Vivo Panda, LLC ("Vivo LLC") is the sole general partner of Vivo LP. The Reporting Person is a managing member of Vivo LLC and has shared voting and investment power over the securities beneficially owned by Vivo LP and may therefore be deemed to have or share beneficial ownership of the securities held directly by Vivo LP. The Reporting Person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- The Series A-1 Preferred Stock has no expiration date and is convertible into shares of Common Stock of the Issuer at the option of the holder. The shares of Series A-1 Preferred Stock will automatically convert into shares of Common Stock of the Issuer on a 1-to-1 basis upon closing of the initial public offering of the Issuer (the "IPO").
- The Series B Preferred Stock has no expiration date and is convertible into shares of Common Stock of the Issuer at the option of the holder. The shares of Series B Preferred Stock will automatically convert into shares of Common Stock of the Issuer on a 1-to-1 basis upon closing of the IPO.
- The shares subject to this warrant are fully vested.
- This warrant will automatically be net exercised upon closing of the IPO if it is not exercised on or before such date.

Remarks:

Exhibit 24 - Power of Attorney

/s/ Brian Woodard,
Attorney-in-Fact

** Signature of Reporting Person

02/04/2021

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

Know all by these presents that the undersigned hereby constitutes and appoints each of William Quinn of Bolt Biotherapeutics, Inc. (the "Company") and John McKenna, Julia Stark, Colleen Badgley, Michael Perretta, Tess Morgan and Brian Woodard of Cooley LLP, signing individually, the undersigned's true and lawful attorneys-in fact and agents to:

(1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation thereunder;

(2) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the SEC Forms 3, 4 and 5 (including amendments thereto and joint filing agreements in connection therewith) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(3) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to prepare and execute any such Form 3, 4 or 5 (including amendments thereto and joint filing agreements in connection therewith) and file such Forms with the SEC and any stock exchange, self-regulatory association or any other authority; and

(4) take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required of the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the attorney-in-fact may approve in the attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, and their substitutes, in serving in such capacity at the request of the undersigned, are not assuming (nor is the Company assuming) any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date written below.

Dated: January 15, 2021

By: /s/ Mahendra G. Shah
Signature

Mahendra G. Shah
Printed Name